

**UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

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|---------------------------------|---|-----------------------------------|
| ENCYCLOPAEDIA BRITANNICA, INC., |) | |
| |) | |
| Plaintiff, |) | |
| |) | No. 08-CV-2752 |
| v. |) | Hon. Rueben Castillo |
| |) | Magistrate Judge Martin C. Ashman |
| MARKUS SLEUWEN GUERRERO and |) | |
| ONLINE EDUCATION SYSTEMS, LLC, |) | |
| |) | |
| Defendants. |) | |

AGREED MOTION FOR LEAVE TO FILE DOCUMENTS UNDER SEAL

Plaintiff Encyclopaedia Britannica, Inc. ("Encyclopaedia Britannica") hereby requests that the Court grant it leave to file certain documents containing confidential information under seal. Those documents are: Plaintiff's Motion for Partial Summary Judgment, its Memorandum of Law in Support; the Declarations of Douglas N. Masters and Jorge Cauz, and Plaintiff's LR-56.1(a) Statement , including all exhibits for each document (collectively, the "Confidential Documents"), which have been lodged with court pending this Motion. In support of this Motion, Encyclopaedia Britannica states:

1. On October 7, 2005, Encyclopaedia Britannica and OES entered into that certain License Agreement and Distribution Agreement dated October 7, 2005 (the "License Agreement"). Pursuant to that Agreement, the Parties agreed to maintain the existence and terms of such agreement as confidential. To meet its obligations under the License Agreement, Encyclopaedia Britannica is seeking to file the Confidential Documents which contain numerous and frequent descriptions of the terms of the License Agreement.

2. Additionally, Encyclopaedia Britannica has conducted discovery of third parties related to the issues in this case. Those third parties have produced confidential communications detailing sensitive negotiations, and have marked such documents as “confidential.” The Confidential Documents attach those third-party documents as exhibits and describe the contents of such documents.

3. The Parties have not disclosed publicly, and consider to be confidential, both the terms of the License Agreement and the communications produced by respondent to Encyclopaedia Britannica’s third-party subpoenas.

4. The Parties have kept such confidential information secret and have disclosed such information only on a limited basis, if at all.

5. The Parties have consulted with each other regarding the need for this motion, and each agrees that the relief requested in this motion is necessary and appropriate.

WHEREFORE, for the foregoing reasons, the Parties respectfully request that Encyclopaedia Britannica's Motion be granted, and that it may be permitted to file the Confidential Documents under seal.

Dated: July 11, 2008

Respectfully Submitted,
ENCYCLOPAEDIA BRITANNICA, INC.

By: /s/ Blair R. Zanzig
(one of its attorneys)

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Counsel for Encyclopaedia Britannica, Inc.

CERTIFICATE OF SERVICE

I hereby certify that on this 11th day of July 2008, a copy of Plaintiff's Motion to File Documents Under Seal, and its related Notice of Motion were filed electronically. Notice of this filing will be sent to the following parties by operation of the Court's electronic filing system. Parties may access this filing through the Court's system.

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Counsel for Defendants

/s/ Blair R. Zanzig